

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
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AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF California)
COUNTY OF Los Angeles) ss:
)

William E. Prachar , being duly sworn, deposes and says:

1. I am a principal of Compliance Systems Legal Group ("CSLG") which firm maintains its administrative office at 300 Centerville Rd, Summit West, Suite 305, Warwick, RI 02886.

2. Neither I, "CSLG", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. "CSLG", has represented and advised the Debtors in Troy, MI with respect to the design and implementation of effective compliance programs covering the Debtors' businesses.

4. The Debtors have requested, and "CSLG" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "CSLG" proposes, to render the following services to the Debtors: the design, development and implementation of an effective compliance program as described in the United States Sentencing Guidelines for Organizations

5. "CSLG"'s current fees arrangement is \$450/hr., \$3000 a day when working in Troy or at another Delphi facility.

6. Except as set forth herein, no promises have been received by "CSLG" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11

cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.


7. "CSLG" has no agreement with any entity to share with such entity any compensation received by "CSLG".

8. "CSLG" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "CSLG" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

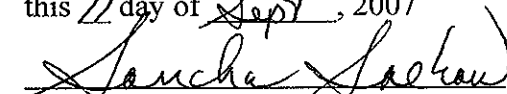
9. Neither I, "CSLG", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "CSLG" is to be engaged.

10. The foregoing constitutes the statement of "CSLG" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT


William E, Prachar, Partner

Subscribed and sworn before me
this 11 day of Sept, 2007


Notary Public



CERTIFICATE OF SERVICE

William Prachar, partner in Compliance Systems Legal Group, hereby certifies that on September 11, 2007, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098
U.S.A.

Latham & Watkins
Attention: Robert J. Rosenberg, Esq.
885 Third Avenue
New York, N.Y. 10022
U.S.A.

Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive, Suite 2100
Chicago, IL 60606
U.S.A.

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, N.Y. 10017
U.S.A.

United States Trustee
Attention: Diana G. Adams, Esq.
33 Whitehall Street
Suite 2100
New York, N.Y. 10044
U.S.A.

Davis Polk & Wardwell
Attention: Donald Bernstein, Esq. and
Brian Resnick, Esq.
450 Lexington Avenue
New York, N.Y. 10017
U.S.A.

Delphi Corporation
Attention: John D. Sheehan, Esq.
Chief Restructuring Officer
5725 Delphi Drive
Troy, MI 48098
U.S.A.


GE Plastics, Americas
Attention: Valeria Venable
Credit Manager
9930 Kincey Avenue
Huntersville, NC 28078
U.S.A.

Dated 11 September 2007



William E. Prachar
Compliance Systems Legal Group
Los Angeles Office
14908 La Cumbre Dr.
Pacific Palisades, CA 90272

Sworn before me this eleventh
day of September, 2007.


Notary Public